

# CRAVATH, SWAINE & MOORE

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WRITER'S DIRECT DIAL NUMBER

428-1486

9-194A001

RECORDATION NO. 16310-A

JUL 13 1989 - 9 10 AM

INTERSTATE COMMERCE COMMISSION

July 12, 1989

Equipment Trust Agreement Supplement No. 1

Dated as of July 10, 1989

Amending Equipment Trust Agreement

Filed under Recordation No. 16310

Dear Ms. McGee:

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations thereunder, as amended, I enclose herewith on behalf of Trailer Train Company for filing and recordation counterparts of the following document:

Equipment Trust Agreement Supplement No. 1 dated as of July 10, 1989, between Trailer Train Company, as Company, and Mercantile-Safe Deposit and Trust Company, as Trustee.

Equipment Trust Agreement Supplement No. 1 amends an Equipment Trust Agreement dated as of April 15, 1989, previously filed and recorded with the Interstate Commerce Commission on April 27, 1989, at 8:35 a.m., Recordation No. 16310.

The Amendment Agreement amends the Equipment Trust Agreement to include certain units of Equipment in Schedule I to the Equipment Trust Agreement not previously specifically described therein and to make certain other corrections to said Schedule I.

ALLEN F. MAULSBY  
STEWART R. BROSS, JR.  
JOHN R. HUPPER  
SAMUEL C. BUTLER  
BENJAMIN F. CRANE  
JOHN F. HUNT  
GEORGE J. GILLESPIE, III  
THOMAS D. BARR  
MELVIN L. BEDRICK  
GEORGE T. LOWY  
ROBERT ROSENMAN  
ALAN J. HRUSKA  
JOHN E. YOUNG  
JAMES M. EDWARDS  
DAVID G. ORMSBY  
DAVID L. SCHWARTZ  
RICHARD J. HIEGEL  
FREDERICK A.O. SCHWARZ, JR.  
CHRISTINE BESHAR  
ROBERT S. RIFKIND  
DAVID BOIES  
DAVID O. BROWNWOOD  
PAUL M. DODYK  
RICHARD M. ALLEN  
THOMAS R. BROME  
ROBERT D. JOFFE  
ROBERT F. MULLEN  
HERBERT L. CAMP  
ALLEN FINKELSON  
RONALD S. ROLFE  
JOSEPH R. SAHID  
PAUL C. SAUNDERS

MARTIN L. SENZEL  
DOUGLAS D. BROADWATER  
JOSEPH A. MULLINS  
MAX R. SHULMAN  
STUART W. GOLD  
JOHN W. WHITE  
JOHN E. BEERBOWER  
EVAN R. CHESLER  
PATRICIA GEOGHEGAN  
D. COLLIER KIRKHAM  
MICHAEL L. SCHLER  
DANIEL P. CUNNINGHAM  
KRIS F. HEINZELMAN  
B. ROBBINS KIESSLING  
ROGER D. TURNER  
PHILIP A. GELSTON  
RORY O. MILLSON  
NEIL P. WESTREICH  
FRANCIS P. BARRON  
RICHARD W. CLARY  
WILLIAM P. ROGERS, JR.  
JAMES D. COOPER  
STEPHEN L. GORDON  
ROBERT A. KINDLER  
DANIEL L. MOSLEY  
GREGORY M. SHAW  
PETER S. WILSON  
JAMES C. VARDELL, III  
ROBERT H. BARON  
KEVIN J. GREHAN  
W. CLAYTON JOHNSON  
STEPHEN S. MADSEN

2 HONEY LANE, CHEAPSIDE  
LONDON EC2V 8BT, ENGLAND  
TELEPHONE: 1-608-1421  
FACSIMILE: 1-608-1425  
1-608-0348

RECORDED  
JUL 13 9 09 AM '89

*Carroll J. P. Bessario*

Please file and record the Supplement submitted with this letter and assign it Recordation Number 16310-A.

Enclosed is a check for \$13 payable to the Interstate Commerce Commission for the recordation fee for the Supplement.

Please stamp all counterparts of the enclosed document with your official recording stamp. You will wish to retain one copy of the instrument and this transmittal letter for your files. It is requested that the remaining counterparts of the documents be delivered to the bearer of this letter.

Very truly yours,

*Laurance V. Goodrich /cws*

Laurance V. Goodrich  
as Agent for  
Trailer Train Company

Noreta R. McGee, Secretary,  
Interstate Commerce Commission,  
Washington, D.C. 20423

Encls.

**Interstate Commerce Commission**  
Washington, D.C. 20423

7/13/89

OFFICE OF THE SECRETARY

Laurance V. Goodrich  
Cravath, Swaine & Moore  
One Chase Manhattan Plaza  
New York, N.Y. 10005

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/13/89 at 9:10am, and assigned re-cordation number(s). 16310-A 16311-A & 16423

Sincerely yours,

*Narta R. McEneaney*

Secretary

Enclosure(s)

16310-A  
RECORDATION NO. 16310  
JUL 13 1989 - 9 10 AM  
INTERSTATE COMMERCE COMMISSION

EQUIPMENT TRUST AGREEMENT SUPPLEMENT  
NO. 1 dated as of July 10, 1989, by and  
between MERCANTILE-SAFE DEPOSIT AND TRUST  
COMPANY, a Maryland banking corporation, as  
Trustee (the "Trustee") and TRAILER TRAIN  
COMPANY, a Delaware corporation (the  
"Company").

WHEREAS the parties hereto have entered into an  
Equipment Trust Agreement A dated as of April 15, 1989 (the  
"Trust Agreement") providing for the sale, transfer and  
delivery to the Trustee of certain railroad equipment  
described in Schedule I thereto;

WHEREAS the Trust Agreement has been filed and  
recorded with the Interstate Commerce Commission pursuant to  
the requirements of 49 U.S.C. § 11303 on April 27, 1989, at  
8:35 a.m. and assigned recordation No. 16310, and deposited  
in the Office of the Registrar General of Canada pursuant to  
Section 86 of the Railway Act of Canada on April 27, 1989,  
at 12:05 p.m.;

WHEREAS Section 5.03 of the Trust Agreement  
provides that in the event the Company shall, as provided in  
Section 4.01 of the Trust Agreement, cause to be transferred  
to the Trustee other Equipment in addition to or substitution  
for any of the Equipment therein specifically described,  
such other Equipment shall be included as part of the Trust  
Equipment by supplement thereto to be executed by the  
Trustee and the Company and to be filed with the Interstate  
Commerce Commission pursuant to the requirements of 49  
U.S.C. § 11303; and

WHEREAS the parties hereto desire to include  
certain units of Equipment in Schedule I to the Trust  
Agreement not previously specifically described therein and  
to make certain other corrections to said Schedule I;

NOW THEREFORE, in consideration of the mutual  
covenants and promises herein contained, the parties hereto  
hereby agree as follows:

(1) Schedule I is hereby supplemented and restated in its entirety as set forth in Exhibit I hereto; and

(2) the Company will promptly cause this Supplement No. 1 to be filed and recorded with the Interstate Commerce Commission pursuant to the requirements of 49 U.S.C. § 11303 and deposited in the Office of the Registrar General of Canada pursuant to Section 86 of the Railway Act of Canada.

Except as supplemented hereby, the Trust Agreement shall remain unaltered and in full force and effect.

Any and all notices, requests, certificates and other instruments executed and delivered after the execution and delivery of this Supplement No. 1 may refer to the "Equipment Trust Agreement A dated as of April 15, 1989" without making specific reference to this Supplement No. 1, but nevertheless all such references shall be deemed to include this Supplement No. 1 unless the context shall otherwise require.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written, and each of the undersigned signatories hereto declares pursuant to 28 U.S. C. § 1746 under penalty of perjury that the foregoing is true and correct and was executed on the date indicated below its signature.

MERCANTILE-SAFE DEPOSIT AND  
TRUST COMPANY, as Trustee,

By

  
Title: Vice President

Name: R. B. Schreiber

Executed on July //, 1989.

[CORPORATE SEAL]

Attest:

  
Trust Officer

CORPORATE TRUST OFFICER

TRAILER TRAIN COMPANY,

By

Title: Vice President-  
Chief Financial  
Officer

Name:

Executed on July , 1989

TRAILER TRAIN COMPANY  
SCHEDULE I TO EQUIPMENT TRUST SERIES 48-A

<u>Builder/Car Type</u>	<u>Contract No.</u>	<u>Number of Cars</u>	<u>Car Numbers (Inclusive)</u>	<u>Estimated Unit Price</u>	<u>Total</u>	<u>Estimated Month of Delivery</u>
TRINITY INDUSTRIES, INC.:						
Five-unit articulated double stack container well cars with interbox connectors, 125-ton trucks, and 48' capacity in intermediate wells and 40' capacity in end wells - DTTX	T-2088-P	42	74027-74055 74063-74075	\$181,218	\$ 7,611,156	Feb. - Apr., 1989
Five-unit articulated double stack container well car with interbox connectors, 100-ton trucks, and 40' capacity in all wells - DTTX	T-5087-P	1	64069	157,919	157,919	Dec., 1988
Five-unit articulated double stack container well cars with interbox connectors, 125-ton trucks, and 48' capacity in intermediate wells and 40' capacity in end wells - DTTX	T-2088-P	30	74081-74110	185,350	5,560,500	Apr - Jun., 1989
THRALL CAR MANUFACTURING CO.:						
Five-unit articulated double stack container well cars	T-5A88-T	15	72277-72291	182,373	2,735,595	Feb., 1989
with interbox connectors, 125- ton trucks, and 48' capacity in intermediate wells and 40' capacity in end wells - DTTX	T-5A88-T	30	72292-72321	183,231	5,496,930	Feb. - Mar., 1989

<u>Builder/Car Type</u>	<u>Contract No.</u>	<u>Number of Cars</u>	<u>Car Numbers (Inclusive)</u>	<u>Estimated Unit Price</u>	<u>Total</u>	<u>Estimated Month of Delivery</u>
Five-unit articulated double stack container well cars with interbox connectors, 125-ton trucks, and 48' capacity in all wells - DTTX	T-5A88-T	8	72322-72329	193,625	1,549,000	Sept, 1989

GUNDERSON, INC.:

Five-unit articulated double stack container well cars with interbox connectors, 125-ton trucks, and 48' capacity in all wells - DTTX	T-4088-F	30	73085-73114	196,222	5,886,660	Apr. - May, 1989
	T-4088-F	4	73115-73118	195,600	782,400	May, 1989
Five-unit articulated double stack container well cars with interbox connectors, 125-ton trucks, and 40' capacity in all wells - DTTX	T-4088-F	40	73119-73158	189,950	7,598,000	Mar. - Apr., 1989
Five-unit articulated double stack container well cars with interbox connectors, 125-ton trucks, and 48' capacity in all wells - DTTX	T-4088-F	25	73250-73274	196,000	4,900,000	May - June '89
Five-unit articulated double stack container well cars with interbox connectors, 125- ton trucks, and 48' capacity in all wells - DTTX	T-4088-F	54	73159-73212	194,500	10,503,000	June - Oct., 1989

BETHLEHEM STEEL CORP:

89'4" flush desk low level autorack flatcars - ETTX	T-3088-B	11	701620-701630	48,850	537,350	May '89
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TOTAL

290

\$53,318,510

July 6, 1989

EXHIBIT I  
contd.